

LUCRECIA R. DIAZ

ATTORNEY AT LAW

LICENSED IN FLORIDA AND NEW YORK

P02000101024
August
July 11, 2002

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Teresa Brown

Re: SpeedGear III, Inc. and
~~Lucricia R. Diaz, P.A.~~

FILED
02 SEP 12 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Brown:

Enclosed please find a revised original and copy of the Articles of Incorporation for SpeedGear III, Inc. and ~~Lucricia R. Diaz, P.A.~~. Please file these immediately, and fax a copy of the computer confirmation as soon as they are filed to (305)758-8843. The original confirmations can be mailed to my office

Thanks for your cooperation in this matter.

Sincerely,

Lucricia R. Diaz
Lucricia R. Diaz

EFFECTIVE DATE
09-08-02

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w02-24492
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 22, 2002

LUCRECIA R. DIAZ
6301 BISCAYNE BLVD., STE. 109
MIAMI, FL 33138

SUBJECT: SPEEDGEAR III, INC.
Ref. Number: W02000024492

We have received your document for SPEEDGEAR III, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 002A00049481

ARTICLES OF INCORPORATION
OF
SPEEDGEAR III, INC.

FILED
02 SEP 12 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME The name of this corporation is SpeedGear III, Inc.

ARTICLE II - NATURE OF BUSINESS The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK The maximum number of shares of stock the corporation is authorized to have issued and outstanding at any one time is one thousand shares of nonassessable Common Stock having a nominal or par value of one dollar (\$1.00).

ARTICLE VI - INITIAL CAPITAL The amount of capital with which the corporation shall commence business is not less than one hundred dollars (\$100.00).

ARTICLE V - TERM OF EXISTENCE The corporation shall exist perpetually.

EFFECTIVE DATE
09-05-02

ARTICLE VI- ADDRESS The initial street address of the principal office of the corporation in the State of Florida is 16194 NW 15 Street, Pembroke Pines, Florida 33028 The corporation may its principal office to places within and without the State of Florida.

ARTICLE VII - MANAGEMENT The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

Wherever the context requires, the stockholders shall be deemed Directors of the Corporation for the purposes of applying Part I "Corporation Generally" Chapter 608, Florida Statutes. Any action required or permitted by Part I or Part II, Chapter 608, Florida Statutes, to be taken by the directors or the stockholders shall be taken upon a vote of a majority of the issued an outstanding stock.

Each stockholder shall be entitled to one vote for each issued and outstanding share of which he, she or it is the record owner.

ARTICLES VIII - SUBSCRIBER The name, street address and number of shares subscribed for by the initial subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Santiago Garcia, III	16194 NW 15 Street Pembroke Pines, Florida 33028	100

The initial subscriber certifies that the consideration for the stock for which he has subscribed is not less than the amount of capital with which the corporation will begin business as set forth in Article VI hereof.

ARTICLE IX - EXISTENCE

The corporation shall exist on the 5th of September, 2002, such date being the date on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

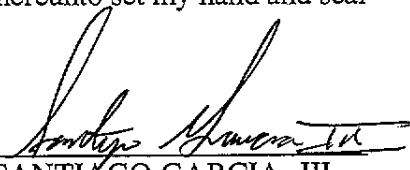
ARTICLE X - AMENDMENTS

The corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon an affirmative vote of the majority of the issued and outstanding stock at a duly constituted shareholder meeting.

ARTICLE XI - BY-LAWS AND STOCKHOLDER AGREEMENTS

The stockholders shall have the power to make, amend, or repeal by-laws or a stockholder's agreement in place of by-laws concerning all matters and things so long as such by-laws or stockholders' agreement are not in conflict with these Articles of Incorporation as they are now or hereafter in force and effect.

IN WITNESS WHEREOF, I the undersigned subscriber, being the original subscriber to the capital stock hereinabove described for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are true, and do agree to take the number of shares herein above set forth and hereunto set my hand and seal this 17th day of July, 2002.


SANTIAGO GARCIA, III

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business and Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

FILED
02 SEP 12 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Chapter 48.091, Florida Statutes.

SpeedGear III, Inc. a corporation organized under the laws of the State of Florida with its principal office at 16194 NW 15 Street in the city of Pembroke Pines, County of Broward, State of Florida has named Santiago Garcia, III, located at 16194 NW 15 Street, Pembroke Pines, Florida 33028 as its agent to accept service of process within this state.

By: 
Santiago Garcia, III

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during

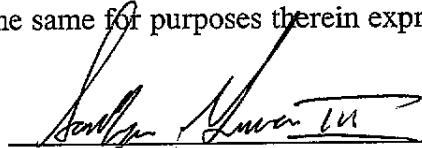
prescribed hours; to post my name in some conspicuous place in the office as required by law.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

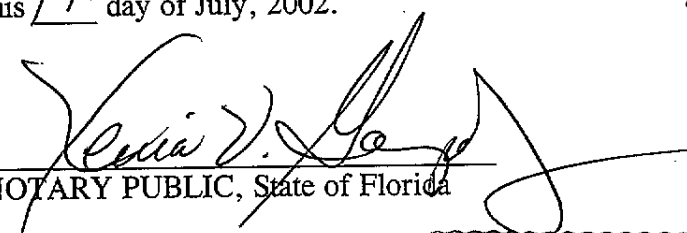
AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared, who states as follows:

1. That he is the individual described in and who executed the foregoing Articles of Incorporation, and
2. He acknowledges that he executed the same for purposes therein expressed.


SANTIAGO GARCIA, III

SWORN TO AND SUBSCRIBED before me
this 17th day of July, 2002.


NOTARY PUBLIC, State of Florida

My Commission Expires:

